

EXHIBIT D

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

*In re Prudential Insurance Company of
America SGLI/VGLI Contract Litigation*

Master Case No. 3:11-md-02208-MAP
THIS DOCUMENT RELATES TO:
All Actions

DECLARATION OF CATHERINE SMITH

I, Catherine Smith, state and declare as follows:

1. I make this declaration based upon personal knowledge and a review of the documents and exhibits at issue in the American Legion's Motion to Unseal Documents. I am not a minor and am competent to testify about the subjects addressed in this declaration.

2. I am employed as a Vice President and Actuary at The Prudential Insurance Company of America ("Prudential"). In that role, I provide actuarial support for various group life insurance products including, for example, the Alliance Accounts provided to SGLI beneficiaries and the beneficiaries of other group life insurance contracts.

3. My work address is 80 Livingston Avenue, Roseland, New Jersey 07068.

DOCUMENTS THAT SHOULD REMAIN UNDER SEAL

4. If the following documents are unsealed, Prudential would face a substantial risk of competitive harm, as detailed in paragraphs 8-11 below.

5. Exhibit 16 to the Joint Declaration in Support of Plaintiffs' Motion for Class Certification, filed under seal, is an excerpt of the Deposition of Scott Sleyster that contains Prudential's proprietary business information, including confidential information about Prudential's internal investment and accounting policies and practices.

6. Exhibit 64 to the Joint Declaration in Support of Plaintiffs' Motion for Class Certification, filed under seal, is an e-mail that contains Prudential's proprietary business

information, including confidential business and financial information about Prudential's internal interest rate determination and rate-setting procedures.

7. Exhibit 65 to the Joint Declaration in Support of Plaintiffs' Motion for Class Certification, filed under seal, is an e-mail that contains Prudential's proprietary business information, including confidential business and financial information about Prudential's internal interest rate determination and rate-setting procedures.

THE HARM TO PRUDENTIAL IF THESE DOCUMENTS ARE UNSEALED

8. Prudential protects its confidential business practices, its internal policies and procedures, its internal risk assessment and audit mechanisms, and its proprietary software systems, each of which is material to Prudential's ability to compete with other life insurance companies.

9. Although some of Prudential's policies, procedures, and systems described in the documents listed in paragraphs 5-7 have changed over time, significant portions of those policies and procedures are substantially the same now as they were at the time the documents were drafted.

10. The confidential business information contained in the documents described in paragraphs 5-7 contributes directly to Prudential's ability to compete with other companies in the life insurance industry.

11. The release of Prudential's proprietary business information contained in the documents described in paragraphs 5-7 would cause competitive harm to Prudential because it would permit Prudential's competitors to copy or adopt Prudential's policies and procedures and otherwise make improper use of Prudential's proprietary business information.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 1st day of March, 2013.



Catherine Smith